



Suzanne Henderson

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AMENDMENT OF OIL AND GAS LEASE AND
MEMORANDUM OF OIL AND GAS LEASE

STATE OF TEXAS §
 §
COUNTY OF TARRANT §

WHEREAS, QUIKTRIP CORPORATION, an Oklahoma Corporation, as Lessor, heretofore executed an unrecorded Oil and Gas Lease dated March 26, 2008, to CHESAPEAKE EXPLORATION, L.L.C., an Oklahoma Limited Liability Company, as Lessee, recorded as a Memorandum of Oil and Gas Lease at Document No. D208143042, Official Public Records of Tarrant County, Texas, hereinafter referred to as "the Lease", covering the following described lands, located in Tarrant County, Texas, to wit:

Tract 1:

1.12530000 acres of land, more or less, being the South part of Lot 7, Block 3 and the South part of Lot 4, Block 3 of Oakdale Addition, an addition to the City of Mansfield, Tarrant County, Texas, being part of the S.S. Callender Survey, Abstract No. 359, as described in that certain Plat thereof, recorded in Volume 388-F, Page 451, Map Records, Tarrant County, Texas, described by metes and bounds as follows:

BEGINNING at a ½ inch iron rod found in the North right-of-way line of Debbie Lane (120' wide right-of-way), for the Southeast corner of Lot 2R2, Block 3, Oakdale Addition, an addition to the City of Mansfield, Tarrant County, Texas, according to the revised map or plat thereof, recorded in Cabinet A, Slide 7344, of the Plat Records of Tarrant County, Texas, and being the Southwest corner of said Trustees of Oakdale Baptist Church tract;

THENCE North 05 degrees 51 minutes 43 seconds West, along the East line of said Lot 2R2 and the West line of said Trustees of Oakdale Baptist Church tract, a distance of 326.53 feet to a concrete monument found in said East line, for the Northwest corner of said Trustees of Oakdale Baptist Church tract and being the Southwest corner of Lot 4AR, Block 3, Oakdale Addition, an addition to the City of Mansfield, according to the plat thereof, recorded in Cabinet A, Slide 776, of the Plat Records of Tarrant County, Texas;

THENCE North 88 degrees 12 minutes 26 seconds East, along the South line of said Lot 4AR and the North line of said Trustees of Oakdale Baptist Church tract, a distance of 75.05 feet to a concrete monument found in the South line of said Lot 4AR, being the Northeast corner of said Trustees of Oakdale Baptist Church tract, and the Northwest corner of Lot 7-R-1, Block 3, Oakdale Addition, an addition to the City of Mansfield, Tarrant County, Texas, as recorded in Cabinet B, Slide 2201, Plat Records, Tarrant County, Texas;

[Continued on following page]

THENCE South 04 degrees 49 minutes 52 seconds East, along the West line of said Lot 7-R-1 and the East line of said Trustees of Oakdale Baptist Church tract, a distance of 173.74 feet to a ½ inch iron rod found in the East line of said Trustees of Oakdale Baptist Church, being the Southwest corner of said Lot 7-R-1, and the Northwest corner of a tract of land conveyed to Oakdale Baptist Church by deed recorded in Volume 3670, Page 674, Deed Records, Tarrant County, Texas;

THENCE North 87 degrees 25 minutes 49 seconds East, along the South line of said Lot 7-R-1 and the North line of said Oakdale Baptist Church tract, a distance of 190.03 feet to a 5/8 inch iron rod set with yellow plastic cap stamped "DCA, INC." for the Northeast corner of said Oakdale Baptist Church tract and the Southeast corner of said Lot 7-R-1, and being in the West right-of-way line of F.M. Highway No. 157 (variable width right-of-way);

THENCE South 11 degrees 15 minutes 16 seconds West, along said West right-of-way line of F.M. Highway No. 157, and the East line of said Oakdale Baptist Church, a distance of 142.46 feet to a concrete monument found for the easternmost Southeast corner of said Oakdale Baptist Church;

THENCE South 70 degrees 25 minutes 58 seconds West, along the Southeast line of said Oakdale Baptist Church tract, a distance of 57.42 feet to a ½ inch iron rod round for the westernmost Southeast corner of said Oakdale Baptist Church tract and being in the North right-of-way line of said Debbie Lane;

THENCE South 88 degrees 44 minutes 14 seconds West, along the South line of said Oakdale Baptist Church tract and the North right-of-way line of said Debbie Lane, passing at a distance of 91.19 feet the Southwest corner of said Oakdale Baptist Church tract and the Southeast corner of said Trustees of Oakdale Baptist Church tract and containing in all a distance of 164.27 feet to the POINT OF BEGINNING and containing 49,021.35 square feet, or 1.1253 acres of land.

Tract 2:

1.54000000 acres of land, more or less, out of Lot 2R2, Block 3 of Oakdale Addition, City of Mansfield, Tarrant County, Texas, being part of the S.S. Callender Survey Abstract No. 359, as described in that certain Plat recorded in Cabinet A, Slide 7344, Plat Records, Tarrant County, Texas.

Tract 3:

0.84470000 acres of land, more or less, out of Lot 7R1, Block 3 of Oakdale Addition, City of Mansfield, Tarrant County, Texas, being part of the S.S. Callender Survey, Abstract No. 359 as described in that certain Plat recorded in Cabinet B, Slide 2201, Plat Records, Tarrant County, Texas.

WHEREAS, the lease and all rights and privileges thereunder are now owned and held by XTO Energy Inc., a Delaware Corporation.

[Continued on following page]

AND, WHEREAS, Paragraph 14 of Exhibit "A" to said Oil and Gas Lease reads to wit:

14. **Pooling.** Lessee shall have the right to pool, but must pool all the leased premises or interest therein with any other lands or interests, as to any or all depths or zones, and as to any or all substances covered by this lease, either before or after the commencement of production, whenever Lessee deems it necessary or proper to do so in order to prudently develop or operate the leased premises, whether or not similar pooling authority exists with respect to such other lands or interests. The unit formed by such pooling for an oil well which is not a horizontal completion shall not exceed 40 acres plus a maximum acreage tolerance of 10%, and for a gas well or a horizontal completion shall not exceed 160 acres plus a maximum acreage tolerance of 10%; provided that a larger unit may be formed if the Lessee is able to demonstrate that it would be necessary for prudent development. In the event a larger unit is necessary, Lessee must obtain the consent of the Lessor which such consent shall not be unreasonably withheld.

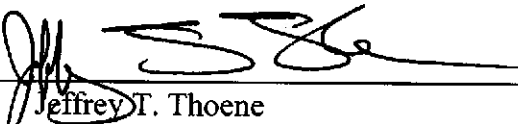
NOW, THEREFORE, Lessor and Lessee hereby agree to delete Paragraph 14 in its entirety, and agree to amend and replace said Paragraph 14 of Exhibit "A" to said Oil and Gas Lease to read as follows:

14. **Pooling.** Lessee shall have the right to pool, but must pool all the leased premises or interest therein with any other lands or interests, as to any or all depths or zones, and as to any or all substances covered by this lease, either before or after the commencement of production, whenever Lessee deems it necessary or proper to do so in order to prudently develop or operate the leased premises, whether or not similar pooling authority exists with respect to such other lands or interests. The unit formed by such pooling for an oil well which is not a horizontal completion shall not exceed 40 acres plus a maximum acreage tolerance of 10%, and for a gas well or a horizontal completion shall not exceed 320 acres plus a maximum acreage tolerance of 10%; provided that a larger unit may be formed if the Lessee is able to demonstrate that it would be necessary for prudent development. In the event a larger unit is necessary, Lessee must obtain the consent of the Lessor which such consent shall not be unreasonably withheld..

Except as otherwise amended herein, the above described lease is and shall remain in full force and effect as written in accordance with its terms and conditions, and the undersigned Lessor recognizes said lease as a valid and sustaining Oil and Gas Lease.

LESSOR:

**QUIKTRIP CORPORATION,
an Oklahoma corporation**

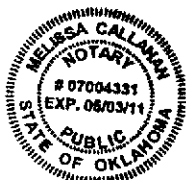
By: 
Jeffrey T. Thoene
Corporate Director of Real Estate

ACKNOWLEDGMENT

STATE OF OKLAHOMA §
§
COUNTY OF TULSA §

This instrument was acknowledged before me on the 3rd day of September, 2009 by Jeffrey T. Thoene, as Corporate Director of Real Estate of QUIKTRIP CORPORATION, an Oklahoma corporation, on behalf of said corporation.

Return to: Bryson G. Kuba
6127 Green Jacket Dr.
Apt. # 1136
Fort Worth, TX 76137




Notary Public, State of Oklahoma